APR 1 1 2008

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SEC 1972 Potential persons wiff are to respond to the collection of information contained in this form (6-02) are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Janus Institutional International Equity Portfolio Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [] New Filing [X] Amendment A. BASIC IDENTIFICATION DATA THOMSON 1. Enter the information requested about the issuer COMPANDIA! Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) Janus Institutional International Equity Portfolio (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices (303) 333-3863 151 Detroit Street, Denver CO 80206 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) same

Brief Description of Business

To operate and carry on the business of a private investment trust.

Type of Business Organization								
[] corporation	[] other (please specify):							
[X] business trust	[] limited partnership, to	[] limited partnership, to be formed						
		Month	Year					
Actual or Estimated Date	e of Incorporation or Organization:	[0]8]	[9]6]	[X] Actual [] Estimated				

GENERAL INSTRUCTIONS

Federal:

Form D.

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Form D .				
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last name Janus Capital Mana				
	ce Address (Number and Stree Denver, CO 80206-4928	t, City, State, Zip Cod	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)			
	ce Address (Number and Stree Denver, CO 80206-4928	t, City, State, Zip Cod	de)	1.00
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam Frost, Gregory A.	e first, if individual)			
	ce Address (Number and Stree Denver, CO 80206-4928	t, City, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam Hardin, Heidi	e first, if individual)			
	ce Address (Number and Stree Denver, CO 80206-4928	t, City, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam Holden, Nancy	e first, if individual)			
	ce Address (Number and Stree Denver, CO 80206-4928	t, City, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam Iseman, Andrew	e first, if individual)			
	ce Address (Number and Stree Denver, CO 80206-4928	t, City, State, Zip Co	de)	

Form D .			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Lao, Frank R.	e first, if individual)		
	ce Address (Number and Street Denver, CO 80206-4928	, City, State, Zip Co	de)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Nergaard, Jesper	e first, if individual)		
	ce Address (Number and Street Denver, CO 80206-4928	, City, State, Zip Co	de)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Piskun, Carolyn Pat			
	ce Address (Number and Street Denver, CO 80206-4928	, City, State, Zip Co	de)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Rosenberg, Michell			
	ce Address (Number and Street Denver, CO 80206-4928	, City, State, Zip Co	de)
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam The Kaplen Founda			
Business or Residen P. O. Box 92, Tenaf	ce Address (Number and Street ly, NJ 07670-0792	, City, State, Zip Co	de)
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam Ball Corporation Ma	ne first, if individual) aster Pension Trust		
	ce Address (Number and Street e, Broomfield, CO 80021	, City, State, Zip Co	de)

Metal Trades Branch Local 638 Pension Fund Business or Residence Address (Number and Street, City, State, Zip Code)						
ip						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

*				• ,	B. IN	FORMA	TION A	BOUT OI	FFERING)		
	the iss								ed investo		s Yes	No [X]
									der ULO			
2. Wh	at is the	minimu	m invest	lment th	at will be	accepte	ed from a	ny indivi	dual?		· ·	00,000.00
			-								Yes [X]	No []
directl conne person list the person dealer	y or indiction with or age aname on age on ame on sufficient of sufficient of sufficient or analy.*	rectly, a th sales nt of a b of the br ch a bro	ny comr of secul roker or oker or d ker or d	nission e rities in t dealer dealer. I dealer, yo	or simila he offeri registere f more th ou may s	r remuneing. If a ped with the han five (et forth t	eration for person to person to person person person	r solicita be listed ind/or wit ns to be nation for	be paid tion of pu d is an as th a state listed are r that bro	irchaser sociated or state associa ker or	s in d es, ated	r similar remuneratio
in cor	nection	n with th	ne offer	or sale	of its sh	nares.	ocs not		o puy u	,,		
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, (City, Stat	e, Zip Co	ode)			
Name	of Asso	ociated E	Broker o	Dealer		<u> </u>				<u></u>		
States	in Whic	ch Perso	n Listed	I Has So	olicited o	r Intends	to Solic	it Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)				[] All St	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	ist name	first, if	individua	al)							
Busin	ess or R	Residenc	e Addre	ss (Nun	ber and	Street, 0	City, Stat	e, Zip Co	ode)			
Name	of Asso	ciated E	Broker o	r Dealer		•						
States	in Whic	ch Perso	n Listed	Has So	olicited o	r Intends	to Solic	it Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		••]] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	(ID)
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	ast name	e first, if	individu	al)							
Busin	ess or R	Residenc	e Addre	ss (Nun	nber and	Street, (City, Stat	te, Zip Co	ode)			

Name of Associated Broker or Dealer

•												
States	in Whic	h Perso	n Listed	Has Sc	licited o	r Intends	to Solici	t Purcha	sers			
(Chec	k "All	States"	or chec	k indiv	idual St	ates)		•		[] All Si	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AI]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[TU]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
		(Us	e blank	sheet, d	or copy	and use	additio	nal copie	s of this	s sheet, a	s nece	ssary.)
		C. OFF	ERING	PRICE,	NUMBE	R OF IN	IVESTO	RS, EXP	ENSES A	AND USE	OF PR	OCEEDS
and the fithe co	ie total a transacti lumns b	amount a ion is an	already s exchan e amoun	sold. En: ge offer	ter "0" if ing, che	answer i ck this b	is "none"	is offering or "zero. indicate i change	"			
										gregate	Amo	ount Already Sold
Type of Security							ring Price	¢	\$			
Debt \$ Equity \$							\$					
L	-quity				[] Pr			*****	-		· · · ——	
(Convertil	-	-				***********		\$		\$	
									\$		\$	
		pecify E								AV*	\$ <u>104</u>	,218,055.82
	, ,								\$. \$	
		s will be er also i					nder ULO	E.				
have amou numb dollar	purchase nts of the er of per	ed secu eir purch rsons wh of their	rities in f nases. F no have	his offer or offeri purchas	ring and ngs und ed secu	the aggr er <u>Rule :</u> rities and	investors regate do 504, indic d the agg er "0" if a	illar cate the				
			tors		,			·	Numb Invest		of Pu	egate r Amount rchases <u>,218,055.82</u>
Accredited Investors Non-accredited Investors							0	. \$				
	Total (fo	or filinas	under F	Rule 504	only)			•••		N/A		N/A
	-	_					nder ULC		<u> </u>			
inform offering sale of	nation re	equested e types ties in th	for all sindicate	ecurities d, the tw	s sold by relve (12	the issue) month:	enter the uer, to da s prior to type liste	te, in	t	N/A		

Type of offering Rule 505	Type of Security	Sold \$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$ <u> </u>
Printing and Engraving Costs	[]\$ <u> </u>
Legal Fees	[]\$ <u> </u>
Accounting Fees	[]\$ <u>0</u>
Engineering Fees	[]\$ <u> </u>
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify)	[]\$ <u> </u>
Total	[]\$ <u> </u>

- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

	to Officers, Directors,
	& Payments To Affiliates Others
Coloring and food	Affiliates Others []\$ <u>0</u> []\$ <u>0</u>
Salaries and fees Purchase of real estate	[]\$ <u>0</u> []\$ <u>0</u>
	(] 0 (] 0
Purchase, rental or leasing and installation of machinery and equipment	[]\$ <u>0</u> []\$ <u>0</u>
Construction or leasing of plant buildings and facilities	[]\$ <u>0</u> []\$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$ <u>0</u> []\$ <u>0</u>
Repayment of indebtedness	[]\$ <u>0</u> []\$ <u>0</u>
Working capital	[]\$ <u>0</u> []\$ <u>0</u>
Other (specify): Purchase Investment Securities	[]\$ <u>0</u> [X]\$ <u>104,218,055.82</u>
	[]\$ <u>0</u> []\$ <u>0</u>
Column Totals	[]\$ <u>0</u> \$ <u>104,218,055.82</u>
Total Payments Listed (column totals added)	[X] \$ <u>104,218,055.82</u>

Payments

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Signature

Issuer (Print or Type)

Janus Institutional International Equity Portfolio

Date _**4/9/08**

Name of Signer (Print or Type)

Michelle Rosenberg

Title of Signer (Print or Type)

Vice President

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)